



# KIRLOSKAR BROTHERS LIMITED

A Kirloskar Group Company

Enriching Lives

SEC/ F:17

February 24, 2016

**(BSE Scrip Code – 500241)**

Kind Attn : Mr. Sanjeev Kapoor  
BSE Limited  
Corporate Relationship Department,  
2<sup>nd</sup> Floor, New Trading Ring,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

**(NSE Symbol - KIRLOSBROS)**

Kind Attn : Mr. Hari K.  
National Stock Exchange of India Ltd.,  
5<sup>th</sup> Floor, Exchange Plaza,  
Bandra (East)  
Mumbai – 400 051

Dear Sir,

**Sub. : Outcome of the Postal Ballot**

The Company sought approval of its shareholders via postal ballot/e-voting pursuant to the provisions of Sec 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), for the following:

**Item No. Special Resolution**

- 1 Insertion of New Clause in the Object clause of Memorandum of Association. – Passed with requisite majority

**Item No. Ordinary Resolution**

- 2 Approval of Scheme of Amalgamation of Kirloskar Systech Limited with Kirloskar Brothers Limited and their respective Shareholders Passed with requisite majority

Mr. Suresh Deulkar, Partner - S.V.D & Associates, Practicing Company Secretary, Scrutinizer was appointed for conducting the Postal Ballot process. He has submitted his report dated February 24, 2016. A copy of the said report is enclosed for your records.

In terms of Regulation 44 (3) of the SEBI Listing Regulations, the voting results in the specified format are also annexed for your information and record.

Further, please note that Scrutinizer's Report containing the results of Postal Ballot/E-voting are available on the website of the Company [www.kirloskarpumps.com](http://www.kirloskarpumps.com).

Thanking you,

Yours faithfully,

**For KIRLOSKAR BROTHERS LIMITED**

**Sandeep Phadnis**  
Company Secretary

Encl: a/a

CC: National Securities Depository Limited

# SVD & Associates

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune - 411005  
Ph. : 020 69000666, E-mail: deulkarcs@gmail.com

Date: February 24, 2016

To,  
The Chairman,  
Kirloskar Brothers Limited,  
Udyog Bahvan Tilak Road,  
Pune - 411002

Sub. : Report on the Voting Process of the Postal Ballot

Dear Sir,

I undersigned, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Kirloskar Brothers Limited ("the Company") for scrutinizing the voting process of the Postal Ballots [upto February 19, 2016 (5.00 PM)] and voting through electronic mode [during January 20, 2016 (9.00AM) to February 19, 2016 (5.00PM)] on the proposed resolutions under section 4, section 31 and other applicable provisions of Companies Act 2013 and section 391 to 394 read with other applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, if any as mentioned in the Postal Ballot Notice dated January 8, 2016.

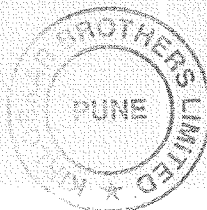
The Compliance with the provisions of the Companies Act, 1956, the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through electronic means (by remote e-voting) and voting by postal ballot by the shareholders on the resolution proposed in the Notice of the Postal ballot dated January 8, 2016 is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process of postal ballot through electronic means and by physical ballots is conducted in a fair and transparent manner and render scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the report of physical ballots received.

I have scrutinized the voting done by the members through postal ballots received upto February 19, 2016 (5.00PM) and e-voting during January 20, 2016 (9.00AM) to February 19, 2016 (5.00PM). The report of the same is annexed herewith.

For SVD & Associates



S.V Deulkar  
Partner  
C.P. No. 965



For KIRLOSKAR BROTHERS LTD.



**SANJAY KIRLOSKAR**  
Chairman & Managing Director

- b) Resolution no. 2 – Ordinary Resolution u/s 391 to 394 of the Companies Act, 1956 for approval of scheme of amalgamation of Kirloskar Systech Limited with Kirloskar Brother Limited and their respective shareholders .

| Sr. No. | Particulars  | Voting through postal ballot | E-Voting | Total     |
|---------|--|------------------------------|----------|-----------|
|         |  | (A)                          | (B)      | (A) + (B) |
| I.      | Total number of Shareholders   | 0                            | 0        | 16620     |
| II.     | Total Shareholders to whom Postal Ballots send   | 10584                        | 0        | 10584     |
|         | Total shareholders to whom email send  | 0                            | 6036     | 6036      |
| III.    | Total shareholders who exercised their votes   | 196                          | 66       | 262       |
| IV.     | Number of Postal Ballots rejected and/ or not voted  | 20#                          | 0        | 20        |
|         | Number of shareholders   | 20#                          | 0        | 20        |
|         | Number of shares   | 30641                        | 0        | 30641     |
| V.      | Total no. of valid folios voted  | 178*                         | 66       | 244       |
|         | Number of shareholders in favour   | 176                          | 62       | 238       |
|         | Number of shareholders against   | 2                            | 4        | 6         |
|         | Shareholders in favour of the resolution as a percentage of voters who exercised their votes | 98.88%                       | 93.94%   | 97.54%    |
| VI.     | Total votes (in terms of number of voting rights/shares) exercised                           | 330450                       | 36325932 | 36656382  |
|         | Total votes (in terms of number of voting rights/shares) Rejected and not voted              | 30641                        | 0        | 30641     |
|         | Total valid votes  | 299809                       | 36325932 | 36625741  |
| VII.    | Number of votes in favour of the resolution  | 298373                       | 36322754 | 36621127  |
|         | Number of votes against the resolution   | 1436                         | 3178     | 4614      |
| VIII.   | Votes in favour of the resolution as a percentage of votes cast                              | 99.52%                       | 99.99%   | 99.99%    |

Notes:

3. "\*" Includes two cases where the shareholders have voted partly for the resolution and partly not voted for the resolution.
4. "#" Includes seven cases who have not fully voted for the resolution and eleven cases which stands rejected.

Place: Pune  
Date: February 24, 2016



S. V Deulkar  
C.P. No. 965

S. V. Deulkar  
Practicing Company Secretary  
63, Ashoknagar, Pune -411007

Report on the Voting Process of the Postal Ballots and voting through electronic mode of Kirloskar Brothers Limited (the Company) on the resolutions as under:

- a) Resolution no. 1 – Special Resolution u/s 4 and 13 of the Companies Act, 2013 for insertion of new clause in the object clause of Memorandum of Association of the Company.

| Sr. No. | Particulars  | Voting through postal ballot | E-Voting | Total     |
|---------|--|------------------------------|----------|-----------|
|         |  | (A)                          | (B)      | (A) + (B) |
| I.      | Total number of Shareholders   | 0                            | 0        | 16620     |
| II.     | Total Shareholders to whom Postal Ballots send   | 10584                        | 0        | 10584     |
|         | Total shareholders to whom email send  | 0                            | 6036     | 6036      |
| III.    | Total shareholders who exercised their votes   | 196                          | 66       | 262       |
| IV.     | Number of Postal Ballots rejected and/ or not voted  | 18#                          | 1        | 19        |
|         | Number of shareholders   | 18#                          | 1        | 19        |
|         | Number of shares   | 15267                        | 10       | 15277     |
| V.      | Total no. of valid folios voted  | 180*                         | 65       | 245       |
|         | Number of shareholders in favour   | 179                          | 63       | 242       |
|         | Number of shareholders against   | 1                            | 2        | 3         |
|         | Shareholders in favour of the resolution as a percentage of voters who exercised their votes | 99.44%                       | 96.92%   | 98.78%    |
| VI.     | Total votes (in terms of number of voting rights/shares) exercised                           | 330450                       | 36325932 | 36656382  |
|         | Total votes (in terms of number of voting rights/shares) Rejected and not voted              | 15267                        | 10       | 15277     |
|         | Total valid votes  | 315183                       | 36325922 | 36641105  |
| VII.    | Number of votes in favour of the resolution  | 313822                       | 36325919 | 36639741  |
|         | Number of votes against the resolution   | 1361                         | 3        | 1364      |
| VIII.   | Votes in favour of the resolution as a percentage of votes cast                              | 99.57%                       | 99.99%   | 99.99%    |

Notes:

1. '\*\*' Includes two cases where the shareholders have voted partly for the resolution and partly not voted for the resolution.
2. '#' Includes five cases who have not fully voted for the resolution and eleven cases which stands rejected.



|  |   |
|--|---|
| <b>Date of AGM/EGM</b>   | Postal Ballot/E-voting period January 20, 2016 to February 19, 2016 |
| <b>Total number of shareholders on record date</b>   | 16620   |
| <b>No. of Shareholders present in the meeting either in person or Promoter and Promoter Group:</b> | NA  |
| Public:  |   |
| <b>No. of Shareholders present in the meeting through Video</b>                                    | NA  |
| Promoter and Promoter Group:   |   |
| Public:  |   |

**Agenda-wise disclosure**

**Resolution Required: (Ordinary/ Special)**

Insertion of New Clause in the Object clause of Memorandum of Association. – Special Resolution

| Whether promoter/ promoter group are interested in agenda/ resolution? |                | No                |                         |   |                              |                            |  |  |
|--|----------------|-------------------|-------------------------|---|------------------------------|----------------------------|--|--|
| Category   | Mode of Voting | No. of Shares (1) | No. of Votes polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1)]*100 | No. of votes - in favour (4) | No. of Votes - against (5) | % of votes in favour on votes polled (6) = [(4)/(2)]*100 | % of votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group  | E- Voting      |                   | 31,199,391              | 62.03   | 31199391                     | 0                          | 100.00   | 0.00   |
|  | Postal Ballot  |                   | -                       | 0.00  | 0                            | 0                          | 0.00   | 0.00   |
|  | Total          | 50,298,545        | 31,199,391              | 62.03   | 31199391                     | 0                          | 100.00   | 0.00   |
| Public Institution   | E- Voting      |                   | 5,107,629               | 31.22   | 5107629                      | 0                          | 100.00   | 0.00   |
|  | Postal Ballot  |                   | -                       | 0.00  | 0                            | 0                          | 0.00   | 0.00   |
|  | Total          | 16,357,799        | 5,107,629               | 31.22   | 5107629                      | 0                          | 100.00   | 0.00   |
| Public - Non Institution   | E- Voting      |                   | 18,902                  | 0.15  | 18899                        | 3                          | 99.98  | 0.02   |
|  | Postal Ballot  |                   | 315,183                 | 2.47  | 313822                       | 1361                       | 99.57  | 0.43   |
|  | Total          | 12,752,582        | *334,095                | 2.62  | 332721                       | 1364                       | 99.59  | 0.41   |

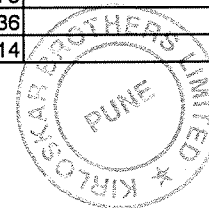
\*Note: excludes 15267 shares found Invalid/abstained

**Resolution Required: (Ordinary/ Special)**

Approval of Scheme of Amalgamation of Kirloskar Systech Limited with Kirloskar Brothers Limited and their respective Shareholders Passed with requisite majority - Ordinary Resolution

| Whether promoter/ promoter group are interested in agenda/ resolution? |                | As per SEBI circular CIR/CFD/DIL/8/2013 dated May 21, 2013, the Scheme shall be acted upon only if the vote cast by the public shareholders in favour are more than the number of votes cast by the public shareholders against it. |                         |   |                              |                            |  |  |
|--|----------------|---|-------------------------|---|------------------------------|----------------------------|--|--|
| Category   | Mode of Voting | No. of Shares (1)   | No. of Votes polled (2) | % of votes polled on outstanding shares (3) = [(2)/(1)]*100 | No. of votes - in favour (4) | No. of Votes - against (5) | % of votes in favour on votes polled (6) = [(4)/(2)]*100 | % of votes against on votes polled (7) = [(5)/(2)]*100 |
| Promoter and Promoter Group  | E- Voting      |   | 31199391                | 62.03   | 31199391                     | 0                          | 100.00   | 0.00   |
|  | Postal Ballot  |   | 0                       | 0.00  | 0                            | 0                          | 0.00   | 0.00   |
|  | Total          | 50298545  | 31199391                | 62.03   | 31199391                     | 0                          | 100.00   | 0.00   |
| Public Institution   | E- Voting      |   | 5107629                 | 31.22   | 5107629                      | 0                          | 100.00   | 0.00   |
|  | Postal Ballot  |   | 0                       | 0.00  | 0                            | 0                          | 0.00   | 0.00   |
|  | Total          | 16357799  | 5107629                 | 31.22   | 5107629                      | 0                          | 100.00   | 0.00   |
| Public - Non Institution   | E- Voting      |   | 18912                   | 0.15  | 15734                        | 3178                       | 83.20  | 16.80  |
|  | Postal Ballot  |   | 299809                  | 2.35  | 298373                       | 1436                       | 99.52  | 0.48   |
|  | Total          | 12752582  | **318721                | 2.50  | 314107                       | 4614                       | 98.55  | 1.45   |

\*Note: excludes 30641 shares found Invalid/abstained



KIRLOSKAR BROTHERS LTD.

SANDEEP PHADNIS  
COMPANY SECRETARY